

E-filed on 02/27/09

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Counsel for USACM Liquidating Trust

**UNITED STATES BANKRUPTCY COURT  
 DISTRICT OF NEVADA**

In re:  
**USA COMMERCIAL MORTGAGE COMPANY,**  
 Debtor.

Case Nos.:  
 BK-S-06-10725-LBR  
 BK-S-06-10726-LBR  
 BK-S-06-10727-LBR  
 BK-S-06-10728-LBR  
 BK-S-06-10729-LBR

In re:  
**USA CAPITAL REALTY ADVISORS, LLC,**  
 Debtor.

JOINTLY ADMINISTERED  
 Chapter 11 Cases

In re:  
**USA CAPITAL DIVERSIFIED TRUST DEED FUND,  
 LLC,**  
 Debtor.

Judge Linda B. Riegle

In re:  
**USA CAPITAL FIRST TRUST DEED FUND, LLC,**  
 Debtor.

**NOTICE OF ENTRY OF ORDER  
 GRANTING MOTION FOR  
 APPROVAL OF SETTLEMENT  
 AGREEMENT BY AND  
 BETWEEN THE USACM  
 LIQUIDATING TRUST, USA  
 INVESTMENT PARTNERS,  
 LLC, TOBLAK, LLC, DDH  
 FINANCIAL CORP., AND  
 TANAMERA COMMERCIAL  
 DEVELOPMENT, LLC**

Affects:

- All Debtors
- USA Commercial Mortgage Company
- USA Capital Realty Advisors, LLC
- USA Capital Diversified Trust Deed Fund, LLC
- USA Capital First Trust Deed Fund, LLC
- USA Securities, LLC

**PLEASE TAKE NOTICE** that an Order Granting Motion for Approval of Settlement Agreement By and Between the USACM Liquidating Trust, USA Investment Partners, LLC, Toblak, LLC, DDDH Financial Corp., and Tanamera Commercial Development, LLC (DE #6859) was entered on the 25<sup>th</sup> day of February 2009, a true and correct copy of which is attached hereto as Exhibit "A."

1                   Dated: February 27, 2009.

2                   **DIAMOND MCCARTHY LLP**

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5                   By: /s/ Eric D. Madden  
6                   Allan B. Diamond, TX 05801800 (pro hac vice)  
7                   Eric D. Madden, TX 24013079 (pro hac vice)  
8                   Barbara Whiten Balliette, TX 00788660 (pro hac  
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15                  *Special Litigation Counsel for*  
16                  *USACM Liquidating Trust*

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26                  **LEWIS AND ROCA LLP**

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39                  *Counsel for USACM Liquidating Trust*

## CERTIFICATE OF SERVICE

I hereby certify that I am an employee of the law firm of DIAMOND MCCARTHY LLP, and that on the 27<sup>th</sup> day of February 2009, a true and correct copy of the **NOTICE OF ENTRY OF ORDER GRANTING MOTION FOR APPROVAL OF SETTLEMENT AGREEMENT BY AND BETWEEN THE USACM LIQUIDATING TRUST, USA INVESTMENT PARTNERS, LLC, TOBLAK, LLC, DDH FINANCIAL CORPO., AND TANAMERA COMMERCIAL DEVELOPMENT, LLC** was served by electronic transmission to all parties on the Post Effective Date Service List and counsel for parties to the settlement as set forth below:

Talitha B. Gray  
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/s/ Catherine A. Burrow, CLA  
Catherine A. Burrow, CLA  
Diamond McCarthy LLP

## EXHIBIT A



Entered on Docket  
February 25, 2009

A handwritten signature in black ink, appearing to read "R. B. Riegle".

Hon. Linda B. Riegle  
United States Bankruptcy Judge

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF NEVADA

In re:  
USA COMMERCIAL MORTGAGE COMPANY,  
USA CAPITAL REALTY ADVISORS, LLC  
USA CAPITAL DIVERSIFIED TRUST DEEF FUND,  
LLC  
USA CAPITAL FIRST TRUST DEED FUND, LLC,  
USA SECURITIES, LLC

Debtors

Affects:  
USA Commercial Mortgage Company

Case No.: BK-S-06-10725-LBR  
Case No. BK-S-06-10726-LBR  
Case No. BK-S-06-10727-LBR  
Case No. BK-S-06-10728-LBR  
Case No. BK-S-06-10729-LBR

Chapter 11

Jointly Administered Under Case No.  
BK-S-06-10725-LBR

Judge Linda B. Riegle

**ORDER GRANTING MOTION  
FOR APPROVAL OF  
SETTLEMENT AGREEMENT BY  
AND BETWEEN THE USACM  
LIQUIDATING TRUST, USA  
INVESTMENT PARTNERS, LLC,  
TOBLAK, LLC, DDH FINANCIAL  
CORP., AND TANAMERA  
COMMERCIAL  
DEVELOPMENT, LLC**

Upon consideration of the Motion Seeking The Approval Of The Settlement Agreement By And Between The USACM Liquidating Trust, USA Investment Partners, LLC, Toblak, LLC, DDH Financial Corp., And Tanamera Commercial Development, LLC, dated January 15, 2009 (the "Motion to Approve Settlement"), filed by the USACM Liquidating Trust (the "USACM Trust"), seeking approval of the Settlement Agreement And Release Of Claims (the "Settlement Agreement") between the USACM Trust, USA Investment Partners, LLC, Toblak LLC, DDH Financial Corp., and Tanamera Commercial Development pursuant to Rule 9019 of the

Federal Rules of Bankruptcy Procedure; and it appearing that the Court has jurisdiction to consider  
1 the Motion and the relief requested therein; and due notice of the Motion and the hearing to be held  
2 thereon having been served to all parties entitled thereto in accordance with the Bankruptcy Rules  
3 and this Court's Local Rules, and no other or further notice need be given; and a hearing having  
4 been held before this Court; and the Court having concluded that the Settlement Agreement is the  
5 result of good faith arm's-length bargaining and not the product of fraud or collusion; and it  
6 appearing that the relief requested in the Motion is in the best interest of the estates and the  
7 beneficiaries of the USACM Trust, and upon the proceedings before the Court; and good and  
8 sufficient cause appearing therefore, it is  
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11 ORDERED that the Motion to Approve Settlement is granted; and it is further  
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13 ORDERED that the Settlement Agreement is authorized and approved pursuant to  
14 Bankruptcy Rule 9019; and it is further

15 ORDERED that pursuant to the Terms of the Settlement Agreement, Ticor Title  
16 Company is ordered to release the funds held in escrow account 0040042460 to the USACM Trust;  
17 and it is further  
18

19 ORDERED that Geoffrey L. Berman, in his capacity as the Court-appointed trustee  
20 of the USACM Trust, is authorized to execute, deliver, implement, and fully perform any and all  
21 obligations, instruments, documents and papers and to take any and all actions reasonably necessary  
22 to consummate the Settlement Agreement and perform any and all obligations contemplated therein  
23 on behalf of the USACM Trust.  
24

PREPARED AND SUBMITTED:

1 DIAMOND MCCARTHY LLP  
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12 Special Litigation Counsel for  
13 USACM Liquidating Trust

14 AGREED:

15 GORDON SILVER

16 By: /s/ Talitha B. Gray  
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24 Attorneys for Lisa Poulin, Trustee for  
25 USA Investment Partners, LLC

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11 Attorneys for DDH Financial Corp., and  
12 Tanamera Commercial Development  
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CERTIFICATION PURSUANT TO LOCAL RULE 9021

In accordance with LR 9021, counsel submitting this document certifies as follows (check one):

The court has waived the requirement of approval under LR 9021.

\_\_\_\_ No parties appeared or filed written objections, and there is no trustee appointed in the case.

X I have delivered a copy of this proposed order to all counsel who appeared at the hearing, any unrepresented parties who appeared at the hearing, and any trustee appointed in this case, and each has approved of the order as indicated by the signatures above.

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